

**HOUSING FOUNDATION, INC.
SPECIAL MEETING
23 AUGUST 2023**

1. Call to Order

The Special Meeting of the Board of Directors of the Housing Foundation, Inc. was held remotely via Zoom. The meeting was called to order at 9:03 am by President Alison Bell; and upon roll call, the following Directors answered present: Mary Houghton; Vice Chair, Charles Grenier, Michael Lorraine, David Muzzy, Helen Head, and Carolyn Little. Absent: Charles Cherhoniak.

VSHA Commissioners and Staff Present: Alex Farrell, Chair; Kathleen Berk, Executive Director; Susan Kuegel, Director of Property and Asset Management; Ellen Liptak, Director of Human Resources; Robert Abbott, Office Services Coordinator. Absent: Kelly Pembroke.

Members of the Public Present: Robert DiPalma

2. Establish Quorum

A quorum was established with the presence of at least four members of the HFI Board of Directors. With the quorum established, motions could now be voted on.

3. Establish the Board of Directors (Article IV)

- a. In accordance with By-laws approved at the previous meeting, and signed into execution by the President, a new Board of Directors would be formed consisting of seven voting members, four of which would be members of the Vermont State Housing Authority and designated as follows:
 - i. Chair of the VSHA Board of Commissioners
 - ii. Vice-Chair of the VSHA Board of Commissioners
 - iii. VSHA Executive Director
 - iv. One other VSHA Commissioner appointed by VSHA Chair of the Board.

Discussion was made about the appointment of the fourth position. If that appointment refuses the position, it would be treated as a vacancy and filled in accordance with the HFI By-laws. The motion was made by Farrell, and seconded by Houghton to appoint the following:

- i. Alex Farrell
- ii. Cory Richardson
- iii. Kathleen Berk
- iv. JoAnne Troiano

This motion was unanimously approved.

- b. The By-laws call for three non-designated members, although one must be a current resident of a property owned and operated by HFI. A motion was made by Lorraine, and seconded by Head, to appoint the following members:
 - i. David Muzzy, as the resident of an HFI property
 - ii. Alison Bell
 - iii. Mary Houghton

This motion was approved unanimously. It is noted that at this time a new Board of Directors has been established and has a quorum.

- c. Election of Officers (Article VII)

Positions could be filled by any of the newly assigned Directors, however, if the President is from either HFI or VSHA, the Vice-President must be from the other organization.

- i. The motion was made by Farrell to assign himself as President, Bell as Vice-President, Berk as Secretary, and Richardson as Treasurer.

The motion was seconded by Houghton and passed unanimously. With the newly assigned positions, Bell handed over control of the meeting to the now-President Farrell.

Although invited to stay for the entire meeting, Grenier and Head left the meeting at 9:18 am DiPalma left the meeting at 9:21 am

4. Business of Newly Established HFI Board of Directors

- a. Farrell called the meeting to order at 9:19 am
- b. A quorum was established with Farrell, Bell, Berk, Houghton, and Muzzy. Richardson and Troiano were absent.
- c. There were some items of the agenda that were changed. Berk noted that Agenda Item 4J would not be ready today and will be ready for vote at the next meeting. Berk also brought to the board's attention the need to assign one board member to the State's Mobile Home Park Task Force under Act 47, Section 32. Houghton volunteered and Berk said she would pass that on to her contact at the State.
- d. and e. Berk motioned to approve both sets of previous minutes together. The motion was seconded by Muzzy. The vote to approve both board minutes from 21 June 2023 Special Meeting and the 19 July 2023 Special Meeting passed unanimously.
- f. Kuegel updated the board on current developments. She started by informing the board of her participation in the committee to hire a Director of Community Development. This is a new position created by VSHA that would oversee the properties owned and operated by HFI. A decision has not yet been made on the

person to hire, with discussion focused on two main candidates or expanding their search.

Kuegel touched on the Missing Middle Program. She has submitted applications aimed at assisting those at 60% AMI or below, and to expand the NFILL Program by 23 new homes. Of those 23 new homes, 18 are generally affordable homes and the other five are reserved for those reserved for those experiencing homelessness. The announcement pertaining to the award of funding for this program will be in September 2023.

Kuegel is also involved in the Healthy Homes program. She has created a 10-year outlook for the mobile home parks owned by VSHA and HFI, and prioritized repairs that will be needed. She is working with CDI to submit the applications and will look to Tyler Maas with the Manufactured Home Improvement and Repair Program to assist with funding that cannot be granted through CDI.

- g. Houghton and Kuegel spoke on behalf of the Finance Committee since Pembroke and Cherhoniak were both absent.
 - i. It was agreed without a vote that a complete review of the financials would wait until next month's meeting.
 - ii. Houghton explained that write-offs this year have been at a lower rate than the previous three years. Kuegel commented that the lower rate is due to VERAP and would ultimately not be good. She noted that some tenants had grown accustomed to VERAP assisting with the rent, and after that program has ended, the tenants are not making the effort to pay the amount no longer covered by VERAP. This is leading to an increase in evictions. However, due to staffing shortages, those evictions are not being processed as quickly as they have been in the past.

To expand on the staffing shortages, Kuegel mentioned that one site manager left last month, with his replacement starting this week. And two more Site Managers are leaving the agency this month. Additionally, two Property Superintendents are retiring very shortly, and their replacements have not been identified at this time.

Houghton motioned to approve the FY23 Write Offs and hold the rest of the financials until the next meeting. The motion was seconded by Bell. The motion passed unanimously.

- h. Discussion was had surrounding the HFI Board meeting schedule, noting that VSHA's schedule is to hold meetings on the fourth Wednesday of every odd numbered month. The next meeting for VSHA is 27 September 2023 from 11am to 1pm.

A motion was made by Muzzy to hold the HFI meetings on the exact same days as the VSHA meetings, but from 9am to 11am. This motion was seconded by Houghton and passed unanimously.

- i. The decision was made to hold the establishment of subcommittees until the next meeting when all Board members could be present.
 - i. The subcommittees to be formed are Finance and Property and Asset Management. Bell noted that under the former Board, there had also been an Executive committee and a Strategic Planning committee.
- j. Berk stated before that the memorandum of understanding between VSHA and HFI would be ready for the Board to review at the next meeting.
- k. Farrell read the following resolution.

"I invite a motion that the Board adopt the following Resolution: WHEREAS the Board needs to discuss contractual relationships and employee matters and WHEARAS premature general public knowledge would clearly put the Authority at a substantial disadvantage; NOW THEREFORE, the Board shall discuss the contractual relationships and employee matters at issue in Executive Session."

The motion was made by Houghton and seconded by Bell. The motion to move to Executive Session passed unanimously.

The Board moved into Executive Session at 9:51am. All exited the meeting except for Board members, Liptak, Kuegel, and DiPalma.

The Board came out of Executive Session at 9:56am on a motion by Berk and seconded by Muzzy. The motion passed unanimously. No action was taken.

- l. The meeting adjourned at 9:57am.

Respectfully submitted,



Kathleen Berk
Executive Director/Secretary

/RTA

